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 Solutia Noteholders

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
SOLUTIA INC., <i>et al.</i> ,	:	Case No. 03-17949 (PCB)
Debtors.	:	(Jointly Administered)
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WILMINGTON TRUST COMPANY, AS SUCCESSOR INDENTURE TRUSTEE TO JPMORGAN CHASE BANK, N.A.,	:	Adversary Proceeding No. 05-01843 (PCB)
Plaintiff,	:	
-against-	:	
SOLUTIA INC.,	:	
Defendant.	:	

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**DESIGNATION OF THE AD HOC COMMITTEE OF SOLUTIA  
 NOTEHOLDERS OF ITEMS TO BE INCLUDED IN RECORD ON  
 APPEAL AND STATEMENT OF ISSUES PRESENTED ON APPEAL**

Appellant the *Ad Hoc* Committee of Solutia Noteholders (the “Noteholders’ Committee”), by its undersigned counsel, and pursuant to Federal Rule of Bankruptcy Procedure 8006, hereby submits the following Designation of Items to be Included in the Record on Appeal and the following Statement of Issues Presented on Appeal. This Designation and Statement is filed in connection with the Noteholders’ Committee’s Notice of Appeal of the final

judgment (the “Final Judgment”) of United States Bankruptcy entered by Judge Prudence Carter Beatty in this adversary proceeding on May 17, 2007 [Adversary Proceeding No. 05-01843] (the “Adversary Proceeding”). The Notice of Appeal has been assigned Docket No. 150 in the Adversary Proceeding.

### **I. STATEMENT OF ISSUES PRESENTED ON APPEAL**

1. Whether the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) erred when it entered the Final Judgment in favor of defendant Solutia Inc. (the “Debtor”) and against appellant Wilmington Trust Company, as Indenture Trustee (the “Trustee”) dismissing with prejudice all counts of the Trustee’s Complaint in the Adversary Proceeding.
2. Whether the Bankruptcy Court erred in finding that the Debtor did not breach the Indenture (the “Indenture”), dated as of October 1, 1997, between the Solutia Inc. and The Chase Manhattan Bank, as Trustee.
3. Whether the Bankruptcy Court erred in finding that the Debtor complied with the requirements and satisfied all conditions for obtaining a release of the Trustee’s liens on and security interests in assets of the Debtor.
4. Whether the Bankruptcy Court erred in finding that, as a consequence of the Debtor’s prepetition re-financing of its secured debt, the Trustee’s liens on and security interests in the assets of the Debtor were released.
5. Whether the Bankruptcy Court erred in failing to consider whether the Debtor, consistent with its obligations under the Indenture, had legal right or authority to obtain a release of the Trustee’s liens and security interests.
6. Whether the Trustee is entitled, as a matter of law or equity, to liens on and security interests in assets of the Debtor.

7. Whether the Trustee is entitled to adequate protection of its liens and security interests in assets of the Debtor.

## II. DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

### A. REPORTER'S TRANSCRIPT<sup>1</sup>

Designation Exhibit Number	Description of Exhibit	U.S. Bankruptcy Court Adversary Proceeding Docket Number
1	May 23, 2006 Trial Transcript AM Session	104
2	May 23, 2006 Trial Transcript PM Session	120
3	May 24, 2006 Trial Transcript AM Session	105
4	May 24, 2006 Trial Transcript PM Session	106
5	May 31, 2006 Trial Transcript	docketing pending (transcript completed)
6	June 2, 2006 Trial Transcript	113
7	June 7, 2006 Trial Transcript	112
8	June 8, 2006 Trial Transcript AM Session	111
9	June 8, 2006 Trial Transcript PM Session	108
10	June 9, 2006 Trial Transcript	118
11	June 13, 2006 Trial Transcript	119
12	June 14, 2006 Trial Transcript	121
13	June 16, 2006 Trial Transcript	135
14	June 19, 2006 Trial Transcript	docketing pending (transcript completed)
15	June 29, 2006 Trial Transcript	116
16	July 7, 2006 Trial Transcript	139
17	July 10, 2006 Trial Transcript	122

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<sup>1</sup> At the request of the parties, an unofficial transcription of the trial was prepared on and after June 2, 2006. The Bankruptcy Court's Memorandum Decision After Trial cites to the official Reporter's Transcript and, in other instances, to the parties' unofficial transcript.

**B. ITEMS FILED IN THE ADVERSARY PROCEEDING**

<b>Designation Exhibit Number</b>	<b>Description of Exhibit</b>	<b>U.S. Bankruptcy Court Adversary Proceeding Docket Number</b>
18	Docket of U.S. Bankruptcy Court, Southern District of New York, Adversary Proceeding No. 05-01843	
19	Complaint against Solutia, Inc. Filed by JPMorgan Chase Bank, National Association, as Indenture Trustee. (Attachments: # 1 Cover Sheet) (Morrison, Andrew) (Entered: 05/27/2005)	1
20	Answer to Complaint (Related Doc # 1) (related document(s)1) filed by Jonathan S. Henes on behalf of Solutia, Inc.. (Henes, Jonathan) (Entered: 07/05/2005)	6
21	Statement /Status Memorandum and Proposed Pretrial Schedule filed by Jonathan S. Henes on behalf of Solutia, Inc.. with hearing to be held on 3/14/2006 (check with court for location) (Henes, Jonathan) (Entered: 03/13/2006)	29
22	Order Granting Motion of The Ad Hoc Solutia Trade Claims Committee For Order Authorizing Intervention in Adversary Proceeding (Related Doc # 32) signed on 4/19/2006. (Chou, Rosalyn) (Entered: 04/19/2006)	62
23	Order signed on 4/21/2006 Granting Motion for Intervention of the Official Committee of Unsecured Creditors of Solutia Inc., ET AL. (Edwards, Latoya) (Entered: 04/21/2006)	72
24	Stipulation Regarding the Ad Hoc Committee of Solutia Noteholders' Motion to Intervene; Order Thereon (related document(s)67) filed by A. Brent Truitt on behalf of Ad Hoc Committee of Solutia Noteholders. (Truitt, A.) (Entered: 05/05/2006)	75
25	Motion for Summary Judgment against Solutia, Inc. with Affidavit of Robert C. Shenfeld (UNREDACTED) filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Morrison, Andrew) (Entered: 05/18/2006)	96
26	Memorandum of Law in Support of Motion for Summary Judgment (UNREDACTED) (related document(s)96) filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Morrison, Andrew) (Entered: 05/18/2006)	97
27	Statement of Undisputed Fact (UNREDACTED) (related document(s)96) filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Morrison, Andrew) (Entered: 05/18/2006)	98

<b>Designation Exhibit Number</b>	<b>Description of Exhibit</b>	<b>U.S. Bankruptcy Court Adversary Proceeding Docket Number</b>
28	Opposition Brief to JPMorgan's Motion for Summary Judgment filed by Jeffrey J. Zeiger on behalf of Solutia, Inc. (Zeiger, Jeffrey) (Entered: 05/05/2006)	82
29	Response to Motion Statement of Facts filed by Jeffrey J. Zeiger on behalf of Solutia, Inc.. (Attachments: # 1 Pleading Response to JPMorgan Statement of Facts Part 2# 2 Pleading Response to JPMorgan's Statement of Facts Part 3# 3 Exhibit Ex. A# 4 Exhibit Ex. B# 5 Exhibit Ex. C# 6 Exhibit Ex. D# 7 Exhibit Ex. E# 8 Exhibit Ex. F# 9 Exhibit Ex. G# 10 Exhibit Ex. H# 11 Exhibit Ex. I# 12 Exhibit Ex. J# 13 Exhibit Ex. K# 14 Exhibit Ex. L# 15 Exhibit Ex. M# (16) Exhibit Ex. N# 17 Exhibit Ex. O# 18 Exhibit Ex P# 19 Exhibit Ex. Q# 20 Exhibit Ex. R# 21 Exhibit Ex. S# 22 Exhibit Ex. T# 23 Exhibit Ex. U# 24 Appendix Appendix Cover Sheet) (Zeiger, Jeffrey) (Entered: 05/05/2006)	83
30	The Ad Hoc Committee of Solutia Noteholders' Statement of Position Concerning the Cross-Motions for Summary Judgment Filed by JPMorgan Chase Bank and Solutia, Inc. (related document(s)50, 54) filed by Bennett J. Murphy on behalf of Ad Hoc Committee of Solutia Noteholders. (Murphy, Bennett) (Entered: 05/15/2006)	88
31	Reply to Motion Reply Memorandum of Law in Further Support of Motion for Summary Judgment (UNREDACTED) (related document(s)96) filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Morrison, Andrew) (Entered: 05/18/2006)	101
32	Statement Request for Judicial Notice Pursuant to Federal Rule of Evidence 201 filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Attachments: # 1 Exhibit Exhibit A to Request for Judicial Notice# 2 Exhibit Exhibit B-Part 1 to Request for Judicial Notice# 3 Exhibit Exhibit B-Part 2 to Request for Judicial Notice# 4 Exhibit Exhibit B-Part 3 to Request for Judicial Notice# 5 Exhibit Exhibit B-Part 4 to Request for Judicial Notice# 6 Exhibit ExhibitB-Part 5 to Request for Judicial Notice# 7 Exhibit Exhibit B-Part 6 to Request for Judicial Notice# 8 Exhibit Exhibit C to Request for Judicial Notice# 9 Exhibit Exhibit D to Request for Judicial Notice# 10 Certificate of Service for Request for Judicial Notice) (Morrison, Andrew) (Entered: 07/12/2006)	114

Designation Exhibit Number	Description of Exhibit	U.S. Bankruptcy Court Adversary Proceeding Docket Number
33	Statement Trustee's Deposition Designations and Transcript Excerpts filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Attachments: # 1 Exhibit A to Trustee's Designations and Excerpts# 2 Exhibit B to Trustee's Designations and Excerpts# 3 Exhibit C to Trustee's Designations and Excerpts# 4 Certificate of Service for Trustee's Designations and Excerpts) (Morrison, Andrew) (Entered: 07/12/2006)	115
34	Statement / The Ad Hoc Committee of Solutia Noteholders' Post-Trial Brief filed by Bennett J. Murphy on behalf of Ad Hoc Committee of Solutia Noteholders. (Murphy, Bennett) (Entered: 08/09/2006)	123
35	Statement / Excerpts of Trial Transcripts in Support of The Ad Hoc Committee of Solutia Noteholders' Post-Trial Brief filed by Bennett J. Murphy on behalf of Ad Hoc Committee of Solutia Noteholders. (Murphy, Bennett) (Entered: 08/09/2006)	124
36	Statement / Excerpts of Trial Exhibits in Support of The Ad Hoc Committee of Solutia Noteholders' Post-Trial Brief filed by Bennett J. Murphy on behalf of Ad Hoc Committee of Solutia Noteholders. (Attachments: # 1 Part 2# 2 Part 3# (3) Part 4# 4 Part 5# 5 Part 6) (Murphy, Bennett) (Entered: 08/09/2006)	125
37	Memorandum of Law Post-Trial (with certificate of service) filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Morrison, Andrew) (Entered: 08/09/2006)	127
38	Memorandum of Law Compendium of Unreported Cases to Post-Trial Memorandum of Law filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Attachments: # 1 Part 2 of Compendium# 2 Part 3 of Compendium# 3 Part 4 of Compendium) (Morrison, Andrew) (Entered: 08/09/2006)	128
39	Memorandum of Law Addendum to Post-Trial Memorandum of Law (Item 127) filed by Andrew L. Morrison on behalf of JPMorgan Chase Bank, National Association, as Indenture Trustee. (Morrison, Andrew) (Entered: 08/09/2006)	129
40	Memorandum of Law Post-Trial Brief filed by Jeffrey J. Zeiger on behalf of Solutia, Inc.. (Zeiger, Jeffrey) (Entered: 08/09/2006)	131

Designation Exhibit Number	Description of Exhibit	U.S. Bankruptcy Court Adversary Proceeding Docket Number
41	Statement Solutia Inc.'s Deposition Designations and Transcript Excerpts filed by Jeffrey J. Zeiger on behalf of Solutia, Inc.. (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Exhibit C# 4 Exhibit D# 5 Exhibit E# 6 Exhibit F) (Zeiger, Jeffrey) (Entered: 08/22/2006)	134
42	So Ordered Stipulation signed on 3/12/2007 Substituting Wilmington Trust Company as Plaintiff Upon Assignment of Interest. (related document(s)1, 140) (Chou, Rosalyn) (Entered: 03/13/2007)	142
43	Written Opinion/ Memorandum Decision After Trial signed on 5/1/2007	146
44	Final Judgment signed on 5/17/2007 dismissing the Complaint with prejudice. (related document(s)146) (Chou, Rosalyn) (Entered: 05/17/2007)	147
45	Errata Order /Written Opinion signed on 5/22/2007 Regarding Memorandum Decision After Trial. (related document(s)146) (Chou, Rosalyn) (Entered: 05/22/2007)	148
46	Notice of Appeal (related document(s)147) filed by Zoe F. Feinberg on behalf of Wilmington Trust Company. (Feinberg, Zoe) (Entered: 05/29/2007)	149
47	Notice of Appeal (related document(s)147) filed by Bennett J. Murphy on behalf of Ad Hoc Committee of Solutia Noteholders. (Murphy, Bennett) (Entered: 05/29/2007)	150
48	The Ad Hoc Committee of Solutia Noteholders' Statement of Position Concerning the Cross-Motions for Summary Judgment Filed by JPMorgan Chase Bank and Solutia, Inc. (UNREDACTED) (related document(s)[50], [54]) filed by Bennett J. Murphy on behalf of Ad Hoc Committee of Solutia Noteholders. (Murphy, Bennett) (Entered: 06/7/2007)	151

**C. OTHER ITEMS FILED IN THE BANKRUPTCY CASE<sup>2</sup>**

<b>Designation Exhibit Number</b>	<b>Description of Exhibit</b>	<b>U.S. Bankruptcy Court Case No. 03-17949 Docket Number</b>
49	Docket of U.S. Bankruptcy Court, Southern District of New York, Bankruptcy Case No. 03-17949 (PCB)	
50	Motion to Authorize Debtors' Motion for Entry of Interim and Final Orders (a) Authorizing Use of Cash Collateral, (B) Authorizing Debtors to Incur Postpetition Indebtedness, (C) Granting Security Interests and Superiority Claims and (D) Granting Adequate Protection Pursuant to Sections 105(a), 363, 364(c) and 364(d) of the Bankruptcy Code filed by Conor D. Reilly on behalf of Solutia Inc.. (Attachments: # 1 Exhibit A- Financing Agreement# 2 Exhibit B- Proposed Interim Order) (Reilly, Conor) (Entered: 12/17/2003)	14
51	Declaration of Jeffry N. Quinn In Support Of Chapter 11 Petitions and Requests For First-Day Relief Pursuant To Local Bankruptcy Rule 1007-2 filed by Conor D. Reilly on behalf of Solutia Inc.. (Attachments: # 1 Exhibit A- Solutia Corp Organization Chart# 2 Exhibit B- Solutia Worldwide Locations# 3 Schedule) (Reilly, Conor) (Entered: 12/17/2003)	23
52	Interim Order Granting Motion (i)approving use of cash collateral (ii)authorizing debtors to incur post-petition secured indebtedness, and (iii) granting security interests and superpriority claims (Related Doc # 14) signed on 12/19/2003. (Chou, Rosalyn) (Entered: 12/19/2003)	44
53	Objection to Motion /Reservation of Rights Regarding Entry of Interim And Final Orders (A) Authorizing Use Of Cash Collateral, (B) Authorizing Debtors To Incur Postpetition Indebtedness, (C) Granting Security Interests And Superpriority Claims And (D) Granting Adequate Protection Pursuant To Sections 105(A), 361, 363, 364(C), 364(D) And 364(E) Of The Bankruptcy Code (related document(s)14) filed by Joseph O'Neil Jr. on behalf of JP Morgan Chase Bank. with hearing to be held on 1/6/2004 (check with court for location) (O'Neil, Joseph) (Entered: 01/08/2004)	171

<sup>2</sup> Documents referenced below, to the extent not already part of the record in the adversary proceeding, are sufficiently associated with the general administration of the Debtor's estate that they may be included in the record on appeal. Alternatively, such documents properly are the subject of judicial notice pursuant to Federal Rule of Evidence 201. If necessary, the Noteholders' Committee will make an appropriate request for judicial notice when this matter is docketed with the District Court.

Designation Exhibit Number	Description of Exhibit	U.S. Bankruptcy Court Case No. 03- 17949 Docket Number
54	<p>Response DEBTORS' RESPONSE TO OBJECTIONS AND REQUEST FOR APPROVAL OF AN ALTERNATIVE DIP FINANCING IN FURTHER SUPPORT OF MOTION FOR ENTRY OF FINAL ORDER (A) AUTHORIZING USE OF CASH COLLATERAL,(B) AUTHORIZING DEBTORS TO INCUR POSTPETITION INDEBTEDNESS,(C) GRANTING SECURITY INTERESTS AND SUPERIORITY CLAIMS AND (D) GRANTING ADEQUATE PROTECTION PURSUANT TO SECTIONS 105(a), 361, 363, 364(c), 364(d), and 364(e) OF THE BANKRUPTCY CODE filed by Conor D. Reilly on behalf of Solutia Inc.. with hearing to be held on 1/16/2004 at 11:00 AM at Courtroom 701 (PCB) (Attachments: # 1 Exhibit A- Final Order# 2 Exhibit B- Valuation Report) (Reilly, Conor) (Entered: 01/15/2004)</p>	250
55	<p>Declaration DECLARATION OF WILLIAM K. DOMOE, IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF FINAL ORDER (A) AUTHORIZING USE OF CASH COLLATERAL, (B) AUTHORIZING DEBTORS TO INCUR POSTPETITION INDEBTEDNESS, (C) GRANTING SECURITY INTERESTS AND SUPERPRIORITY CLAIMS AND (D) GRANTING ADEQUATE PROTECTION PURSUANT TO SECTIONS 105(a), 361, 363, 364(c), 364(d), and 364(e) OF THE BANKRUPTCY CODE. (related document(s)14) filed by Conor D. Reilly on behalf of Solutia Inc.. (Attachments: # 1 Exhibit A- Valuation Report) (Reilly, Conor) (Entered: 01/15/2004)</p>	254
56	<p>Declaration DECLARATION OF RICHARD L. KELSEY, ASA, IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF FINAL ORDER (A) AUTHORIZING USE OF CASH COLLATERAL, (B) AUTHORIZING DEBTORS TO INCUR POSTPETITION INDEBTEDNESS, (C) GRANTING SECURITY INTERESTS AND SUPERPRIORITY CLAIMS AND (D) GRANTING ADEQUATE PROTECTION PURSUANT TO SECTIONS 105(a), 361, 363, 364(c), 364(d), and 364(e) OF THE BANKRUPTCY CODE (related document(s)14) filed by Conor D. Reilly on behalf of Solutia Inc.. (Attachments: # 1 Exhibit A- Valuation Report) (Reilly, Conor) (Entered: 01/15/2004)</p>	255

Designation Exhibit Number	Description of Exhibit	U.S. Bankruptcy Court Case No. 03- 17949 Docket Number
57	Final Order signed 1/16/04 Granting Motion (i)approving use of cash collateral (ii)authorizing debtors to incur post-petition secured indebtedness, and (iii) granting security interests and superpriority claims (related document(s)44) (Pabon, Carlos) (Entered: 01/20/2004)	278
58	Order signed on 3/18/2004 authorizing J.P. Morgan Chase Bank, as Indenture trustee, to examine debtor and request production of documents. (related document(s)466) (Chou, Rosalyn) (Entered: 03/18/2004)	591
59	Chapter 11 Plan /Debtors' Joint Plan of Reorganization filed by Jonathan S. Henes on behalf of Solutia Inc.. (Attachments: # 1 Exhibit A: Relationship Agreement# 2 Exhibit B: Retiree Settlement Agreement)(Henes, Jonathan) (Entered: 02/14/2006)	2855
60	Disclosure Statement /Debtors' Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (related document(s)2855) filed by Jonathan S. Henes on behalf of Solutia Inc.. (Attachments: # 1 Exhibits A through L)(Henes, Jonathan) (Entered: 02/14/2006)	2856
61	Amended Disclosure Statement /Amended Exhibit D to Debtors' Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, Filed Feb. 14, 2006 (related document(s)2856) filed by Jonathan S. Henes on behalf of Solutia Inc.. (Henes, Jonathan) (Entered: 02/27/2006)	2883
62	Motion to Extend Time /Debtors' Motion for an Order Further Extending the Exclusivity Periods During Which Only the Debtors May File a Plan of Reorganization and Solicit Acceptances Thereof filed by Jonathan S. Henes on behalf of Solutia Inc.. with hearing to be held on 4/25/2006 at 11:00 AM at Courtroom 701 (PCB) Responses due by 4/18/2006, (Henes, Jonathan) (Entered: 03/31/2006)	2992
63	Notice to Transferor Pursuant To FRBP Rule 3001(e)(2) Of Claim From JPMorgan Chase Bank, As Indenture Trustee To Wilmington Trust Company, As Indenture Trustee filed by Zoe F. Feinberg on behalf of Wilmington Trust Company, as Indenture Trustee.(Feinberg, Zoe) (Entered: 12/27/2006)	3579
64	Chapter 11 Plan /Debtors' First Amended Joint Plan of Reorganization (related document(s)2855, 2856) filed by Jonathan S. Henes on behalf of Solutia Inc.. (Henes, Jonathan) (Entered: 05/16/2007)	3830

Designation Exhibit Number	Description of Exhibit	U.S. Bankruptcy Court Case No. 03- 17949 Docket Number
65	Disclosure Statement /Debtors' First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (related document(s)3830) filed by Jonathan S. Henes on behalf of Solutia Inc.. (Henes, Jonathan) (Entered: 05/16/2007)	3831

#### D. TRIAL EXHIBITS<sup>3</sup>

Designation and Tab Number	Description of Exhibit
PX 1	Solutia, Inc. Press Release dated January 13, 2003 re: Jeffry Quinn Joins Solutia Inc. as Senior Vice President, Secretary and General Counsel
PX 2	Email from John C. Hunter dated July 9, 2003 re: CONTINGENCY PLANNING – confidential
PX 3	Indenture (Solutia Inc. to the Chase Manhattan Bank as Trustee) dated as of October 1, 1997
PX 4	Intercreditor and Collateral Trust Agreement dated July 25, 2002
PX 5	Email from Murray dated August 12, 2003 re: Desecuritization Issues/Triggering Event
PX 6	Rothschild Retention Agreement dated April 1, 2003
PX 7	Amendment to Rothschild Retention Agreement dated as of October 1, 2003
PX 8	Gibson Dunn Retention Agreement dated April 30, 2003
PX 9	Email from Conor Reilly dated June 22, 2003 re: Solutia -- Preliminary Filing Conclusions
PX 10	Kroll Zolfo Cooper Retention Agreement dated June 9, 2003
PX 11	Draft letter from John Hunter re: Chapter 11 filing dated July 14, 2003
PX 12	Email from Paul Berra dated July 22, 2003 re: Spirit Core Communications Documents
PX 13	Email from David Schiller dated July 24, 2003 re: Solutia KERP meeting note 072203
PX 14	Chapter 11 News Release titled “Seeking Relief from Legacy Issues, Solutia files Chapter 11” dated July 16, 2003
PX 15	Email from Paul Berra dated July 22, 2003 re: Project Spirit -- Meeting Regarding Material Contracts
PX 16	Email from Glenn Ruskin dated September 02, 2003 attaching Solutia Ch. 11 Release – 9-2-03

<sup>3</sup> Trial Exhibits, which are not included on the Bankruptcy Court Docket, are filed separately as exhibits to the Designation of Wilmington Trust Company, as Indenture Trustee, of Items to be Included in Record on Appeal and Statement of Issues Presented on Appeal [Adversary Docket No. 153].

Designation and Tab Number	Description of Exhibit
PX 17	Email from Carman Diebold attaching memo from Jeffry Quinn re: appointment as Chief Restructuring Officer
PX 18	Email from Carman Diebold attaching memo from Jeffry Quinn dated September 02, 2003 re: release of Project Spirit participants from trading restrictions
PX 19	Draft document titled "Talking Points for Management Meetings with Employees" re: talking points on issue of Chapter 11 filing dated September 29, 2003
PX 20	Email from Jeffry Quinn dated October 7, 2003 re: debtor-in-possession financing
PX 21	Proposed DIP Term Sheet dated September 13, 2003 attached to email from Kirby Chin
PX 22	Email from Sarah Johnston dated September 24, 2003 re: Cerberus Stage 1 Commitment Letter
PX 23	Solutia Board Minutes dated August 18, 2003
PX 24	Email from Todd Snyder dated October 07, 2003 re: Discussion Points for Hunter and Clausen
PX 25	Solutia Inc. Form 10-Q; Filed on November 14, 2003 – Period Ending: September, 30 2003
PX 26	Project Spirit Discussion Materials dated August 28, 2003
PX 27	Solutia, Inc. Press Release dated October 9, 2003 re: Solutia Refinances Credit Facility
PX 28	Email from Richard Cieri dated September 23, 2003 re: Draft Press Release for Credit Facility
PX 29	Solutia, Inc. Press Release dated October 16, 2003 re: Solutia Initiates Debt Restructuring Discussions
PX 30	Email from John Srivilas dated July 2, 2003 re: Spirit Diligence materials – Preliminary Financials and Dip Budget
PX 31	Ableco letter dated July 29, 2003 re: proposed financing
PX 32	Email from Murray dated August 2, 2003 re: Cerberus/ Schulte
PX 33	Email from Gregory Murray dated July 28, 2003 re: Solutia Financing/ Desecuritization Timing Issue
PX 34	Email from Oscar Garza dated July 30, 2003 re: Solutia Financing/ Desecuritization Timing Issue
PX 35	Email from Oscar Garza dated July 8, 2003 re: Call w/ Skadden
PX 36	Email from Oscar Garza dated July 31, 2003 re: Call w/ Skadden and Silverpoint
PX 37	Email from Conor Reilly dated July 21, 2003 attaching Gibson Dunn draft legal opinion
PX 38	Email from Dermont dated August 21, 2003 re: pls review – Discussions with Cerberus
PX 39	Email from Jeff Quinn dated July 09, 2003 re: Contingency Planning
PX 40	Email from Kevin Wilson dated August 05, 2003 re: DIP Discussions with Existing Bank Group
PX 41	Email from Jeff Quinn dated August 25, 2003 re: Options

Designation and Tab Number	Description of Exhibit
PX 42	Email from Conor Reilly dated August 26, 2003 re: Options
PX 43	Email from Kirby Chin dated October 20, 2003 re: Ableco/Solutia attaching clean and marked Step II Term Sheet
PX 44	Email from Jeff Quinn dated October 22, 2003 re: 3 Principal Properties – Defcon 4
PX 45	Email from Richard Cieri dated October 12, 2003 re: Suggested approach with MON-your help needed
PX 46	Email from Jeff Quinn dated October 16, 2003 re: Meeting with Monsanto Company and Solutia Update
PX 47	Email from Jared Dermont dated August 06, 2003 re: Plain English Description of Citibank Non-Desecuritizing Incremental Loan
PX 48	Email from Frederic Ragucci dated September 28, 2003 re: Revised Open Items
PX 49	Draft case information summary for Chapter 11 filing dated July 3, 2003
PX 50	Draft Master Questions and Answers for Chapter 11 filing
PX 51	Draft Critical Communications Checklist dated July 17, 2003
PX 52	Draft order approving the Debtors' Employment of Kroll Zolfo Cooper dated August 5, 2003
PX 53	Draft Chapter 11 News Release dated September 22, 2003
PX 54	Email from James Sullivan dated June 05, 2003 re: Preliminary KZC activities for Thursday discussion
PX 55	Solutia Board Minutes dated October 14, 2003
PX 56	Email from Mark Dowd dated August 05, 2003 re: Solutia
PX 57	Email from Lisa Kehr dated August 7, 2003 re: Project Spirit Conference Call
PX 58	Email from Noah Hochstadt dated August 13, 2003 re: Solutia – Financing Agreement
PX 59	Email from John Srivilas dated August 28, 2003 attaching Follow-up Discussion Points Memo
PX 60	Ableco Finance letter with handwritten SRZ comments dated October 2, 2003
PX 61	Email from Kathryn Coleman dated September 16, 2003 re: Scope of Pledge of IP
PX 62	Email from Gregory Murray dated September 16, 2003 re: liens on stock of subs issue (not to worry)
PX 63	Project Spirit Discussion Materials dated August 28, 2003
PX 64	Project Spirit Discussion Materials dated June 25, 2003
PX 65	Project Spirit Discussion Materials dated August 18, 2003
PX 66	Solutia Board Minutes dated September 15, 2003
PX 67	Project Spirit Discussion Materials dated May 8, 2003
PX 68	Project Spirit Discussion Materials dated May 8, 2003
PX 69	Project Spirit Discussion Materials dated May 29, 2003
PX 70	Solutia Discussion Materials dated April 1, 2003
PX 71	Project Spirit Discussion Materials dated June, 2003

Designation and Tab Number	Description of Exhibit
PX 72	Complaint; In re Solutia, Inc. (JPMorgan Chase Bank, as indenture trustee, v. Solutia Inc.)
PX 73	Answer; In re Solutia, Inc. (JPMorgan Chase Bank, as indenture trustee, v. Solutia Inc.)
PX 74	Second Amended and Restated Credit Agreement dated July 25, 2002
PX 75	Sharing Security Agreement dated July 25, 2002
PX 76	Financing Agreement; Solutia Inc. and Solutia Business Enterprises Inc. as Borrowers, Ableco Finance LLC as Lenders dated October 8, 2003
PX 77	Opinion Letter addressed to HSBC from Gibson Dunn & Crutcher LLP dated October 8, 2003
PX 78	Officer's Certificate Pursuant to Section 12.04 of the Indenture
PX 79	Financing Agreement; Solutia Inc. and Solutia Business Enterprises Inc. as debtors and debtors-in-possession, Ableco Finance LLC as Collateral Agent; dated as of December 19, 2003
PX 80	June 6, 2003 Draft of Risk Factors
PX 81	Solutia Inc. Prospectus filed pursuant to Rule 424B1 filed on October 17, 1997
PX 82	Solutia Board Minutes dated April 23, 2003
PX 83	Solutia Board Minutes dated June 25, 2003
PX 84	Solutia Board Minutes dated July 15, 2003
PX 85	Solutia Board Minutes dated July 22, 2003
PX 86	Solutia Board Minutes dated July 29, 2003
PX 87	Solutia Board Minutes dated August 5, 2003
PX 88	Unanimous Written Consent of the Board of Directors in Lieu of Special Meeting [September 2003]
PX 89	Solutia Board Minutes dated October 22, 2003
PX 90	Solutia Board Minutes dated November 20, 2003
PX 91	Solutia Board Minutes dated December 11, 2003
PX 92	Solutia Board Minutes dated December 16, 2003
PX 93	Certificate of Resolutions adopted by the Board of Directors as of December 17, 2003
PX 94	Email from John Hunter dated July 09, 2003 re: CONTINGENCY PLANNING
PX 95	Email from Carman Diebold dated July 30, 2003 re: Signed List -- Project Spirit
PX 96	Letter from Jeffry Quinn dated August 6, 2003 announcing his appointment as Chief Restructuring Officer and the formation of the Restructuring Council
PX 97	Email from Jeffry Quinn dated August 29, 2003 re: Confidential Message fro Jeff Quinn – Project Spirit Update
PX 98	Fax from KZC dated June 18, 2003 sending DIP Financing Model Assumptions
PX 99	KPMG Due Diligence report dated August 7, 2003
PX 100	Black-lined Draft Regulator Letter dated September 22, 2003

Designation and Tab Number	Description of Exhibit
PX 101	Black-lined Security and Media Guidelines dated September 29, 2003
PX 102	Black-lined EMPLOYEE GUIDE TO CHAPTER 11 REORGANIZATION dated September 22, 2003
PX 103	Internal Credit Memorandum dated October 2003
PX 104	Mercer Human Resources Consulting Website (selected pages)
PX 105	Pre-petition Transaction Step 1 Term Sheet with cover email dated August 7, 2003
PX 106	Email Term Sheet dated August 21, 2003
PX 107	Memo from Veronica Lubczenko dated August 12, 2003 re: Solutia, Inc.
PX 108	Memoranda re: Solutia Tax Provision Review dated October 16, 2003, July 10, 2003 and April 21, 2003
PX 109	Statement of Financial Accounting Standards No. 109
PX 110	Email from Phillip Gnolfo dated January 13, 2004 re: Deferred Tax Asset Valuation Summary
PX 111	Memo re: Risk Areas Affecting the Tax Provision <i>Carryforward</i>
PX 112	Fax from Deloitte & Touche sending FAS 109 accounting handbook
PX 113	Deposition transcript of C. Kevin Wilson (September 23, 2004)
PX 114	Deposition transcript of James Sullivan (November 5, 2004)
PX 115	Deposition transcript of Todd R. Snyder (January 26, 2005)
PX 116	Deposition transcript of Robert Clausen (August 03, 2005)
PX 117	Deposition transcript of Philip R. Lochner, Jr. (September 14, 2005)
PX 118	Deposition transcript of Nathan Suddeth (September 22, 2005)
PX 119	Deposition transcript of Kevin Genda (October 18, 2005)
PX 120	Deposition transcript of John C. Hunter (November 16, 2005)
PX 121	Deposition transcript of Jeffrey N. Quinn (December 01, 2005)
PX 123	Deposition transcript of Deposition of Todd R. Snyder (December 09, 2005)
PX 124	Deposition transcript of Veronica Lubczenko (January 12, 2006)
PX 125	Deposition transcript of James A. Tichenor (April 5, 2006)
PX 127	Email from Kirby Chin dated September 15, 2003 attaching Step II term sheet
PX 128	Email from Todd Snyder dated July 23, 2003 re: Summary of 7/23/03 7:30 a.m. CDT call
PX 129	Email from Todd Snyder dated October 19, 2003 re: Monday Call with SRZ
PX 130	KZC July 9 presentation with email cover dated July 9, 2003
PX 131	Email from Todd Snyder dated July 23, 2003 re: Summary of 7/23/03 7:30 a.m. CDT call
PX 132	Email from Zac Zeitlin dated July 31, 2003 re: DIP call
PX 133	Email from Jim Chapman dated August 5, 2003 re: Follow Up – Solutia
PX 134	Email from Jeffry Quinn dated August 12, 2003 re: Proposed Litigation Settlement
PX 135	Email from Veronica Lubczenko dated August 13, 2003 re: Solutia
PX 136	Email from John Srivilas dated August 28, 2003 re: Follow-Up Financing Items
PX 137	Email from Jeffrey Kindler dated September 3, 2003 re: Solutia Update

Designation and Tab Number	Description of Exhibit
PX 138	Email from Todd Snyder dated September 9, 2003 re: Cerberus Syndication Issue
PX 139	Email from Elizabeth Kardos dated September 17, 2003 re: Draft retention docs
PX 140	Email from Ken Sands dated September 19, 2003 re: Solutia
PX 141	Email from Greg Walker dated September 25, 2003 re: Solutia
PX 142	Email from James Tichenor dated October 01, 2003 forwarding a calculation of Consolidated Net Tangible Assets as of June 30, 2003
PX 143	Email from Zac Zeitlin dated October 5, 2003 re: Solutia
PX 144	Email from Kirby Chin dated October 06, 2003 re: Ableco/Solutia
PX 145	Email from Veronica Lubczenko dated October 20, 2003 re: Solutia Stage II
PX 146	Email from John Hunter dated October 27, 2003 re: Update
PX 147	Email from Jeffry Quinn dated October 29, 2003 re: Jeff Stegenga called just to let you know that there is an informal Solutia Bondholder meeting this afternoon
PX 148	Email from Andrew Gottesman dated November 18, 2003, forwarding October 30, 2003 draft of Motion seeking approval of DIP Loan
PX 149	Email from Jeffry Quinn dated October 17, 2003 re: Cheery News for the end of the week
PX 150	Email dated May 7, 2003 attaching calculations of Net Tangible Assets as of March 31, 2003
PX 151	Email dated August 5, 2003 attaching calculations of Net Tangible Assets as of June 30, 2003
PX 152	Email from Todd Snyder dated September 14, 2003 re: Board Info from Jared Dermont
PX 153	Email from Jeffry Quinn dated October 16, 2003 re: Meeting with Monsanto Company and Solutia Update
PX 154	Email from Todd Snyder dated October 23, 2003 re: Bondholders
PX 155	Letter from Ableco Finance dated September 29 re: Financing Commitment
PX 156	Project Spirit Presentation Outline
PX 157	Amended and Restated Solutia Inc. Separation Agreement and Release of Claims
PX 158	Confidentiality Agreement between Cerberus Capital Management and Solutia Inc. dated June 23, 2003
PX 159	Executed Credit Approval memo in connection with Ableco Financing
PX 160	Email from Kirby Chin dated October 17, 2003 re: Solutia/Step II
PX 161	Email from Marleen Judge dated September 25, 2003 re: Draft of Press Release
PX 162	Email from Todd Snyder dated June 26, 2003 re: Solutia
PX 163	Email from Jeffry Quinn dated July 9, 2003 re: Contingency Planning
PX 164	Email from Joseph Mazzotti dated July 13, 2003 re: Additional Information Needs
PX 165	Email from Todd Snyder dated July 29, 2003 re: question
PX 166	Email from Tom Steiglehner dated August 8, 2003 re: Follow-up

Designation and Tab Number	Description of Exhibit
PX 167	Email from Kevin Wilson dated September 16, 2003 re: Revised List of Issues
PX 168	Email from Kevin Wilson dated July 13, 2003 re: Astaris
PX 169	Email from Kevin Wilson dated June 18, 2003 re: Minimal Term B needed before BK filing
PX 170	Email from Jared Dermont dated August 28, 2003 re: Cerberus Discussion Points
PX 171	Email from Frank Riddick dated July 5, 2002 re: Engagement Structure Proposal
PX 172	Email from Kevin Wilson dated July 24, 2003 re: Sharing Intercreditor Constraints on Selection of B Lenders
PX 173	Email from Deloitte & Touche dated October 16, 2003 re: Solutia Tax Provision Review FY2003 Q3
PX 174	Email from Phillip Gnolfo dated January 13, 2004 re: Deferred Tax Asset Valuation Allowance Summary
PX 175	Memo from Deloitte & Touche dated October 16, 2003 re: Solutia Tax Provision Review - FY2003 Q3
PX 176	Debtor's Application for an Order Approving the Employment of Rothschild Inc.
PX 177	Debtor's Application for an Order Approving the Employment of Sitrick and Company Inc.
PX 178	Debtor's Application for an Order Approving the Employment of Kroll Zolfo Cooper LLC
PX 179	Debtor's Application for an Order Approving the Employment of Gibson, Dunn & Crutcher LLP
PX 180	Debtors' Motion For Entry of Interim and Final Orders (A) Authorizing Use of Cash Collateral, (B) Authorizing Debtors to Incur Post-Petition Indebtedness, (C) Granting Security Interests and Superiority Claims and (D) Granting Adequate Protection Pursuant to Sections 105(a), 361, 363, 364(c), 364(d), and 364(e) of the Bankruptcy Code dated December 17, 2003
PX 181	Debtors' Response to Objections and Request for Approval of an Alternative DIP Financing in Further Support of Motion for Entry of Final Order (A) Authorizing Use of Cash Collateral, (B) Authorizing Debtors to Incur Post-Petition Indebtedness, (C) Granting Security Interests and Superiority Claims and (D) Granting Adequate Protection Pursuant to Sections 105(a), 361, 363, 364(c), 364(d), and 364(e) of the Bankruptcy Code dated January 15, 2004
PX 182	Transcript of January 16, 2004 Hearing taken before the Honorable Prudence C. Beatty
PX 183	Final Order (I) Approving Use of Cash Collateral, (II) Authorizing Debtors to Incur Post-Petition Secured Indebtedness, and (III) Granting Security Interests and Superiority Claims Pursuant to Sections 105(a), 361, 363, 364(c), 364(d), and 364(e) of the Bankruptcy Code and Bankruptcy Rules 2002, 4001, and 9014, entered January 16, 2004
PX 184	Debtors' Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code

Designation and Tab Number	Description of Exhibit
PX 185	Solutia Inc. Form 10-K; Filed on March 15, 2004 – Period Ending: December 31, 2003
PX 186	Solutia Inc. Form 10-Q; Filed on August 14, 2003 – Period Ending: June 30, 2003
PX 187	Solutia Inc. Form 8-K; Filed October 8, 2003
PX 188	Email from Todd Snyder dated July 9, 2003 re Call w/Skadden
PX 189	Certificate of Incorporation of Solutia Business Enterprises, Inc., filed August 21, 2003
PX 190	Voluntary Petition of Solutia Business Enterprises, Inc., filed December 17, 2003
PX 191	Order Directing Joint Administration of Related Chapter 11 Cases, entered December 18, 2003
DX 1	Solutia Inc. to The Chase Manhattan Bank as Trustee “Indenture” dated as of October 1, 1997
DX 4	Intercreditor and Collateral Trust Agreement (“Shared Intercreditor Agreement”)
DX 6	Ableco Financing Agreement
DX 8	Written Direction of the Collateral Agent Pursuant to Section 7.02(a) of the Intercreditor and Collateral Trust Agreement
DX 9	Solutia Inc. Officers’ Certificate Pursuant to Section 12.04 of the Indenture
DX 10	HSBC letter to Trustee re “Restructuring of Facility and Release of Collateral”
DX 13	Final DIP Financing Agreement
DX 17	Solutia Form 10-Q for the Quarter Ended 3/31/2003
DX 18	2nd Quarter 10-Q for Quarter Ending June 30, 2003
DX 19 Group	Solutia Press Release and Corresponding Form 8-K
DX 21 Group	Solutia Press Release and Corresponding Form 8-K
DX 22 Group	Solutia Press Release and Corresponding Form 8-K
DX 27	Rothschild “Case Study on Solutia Inc.”
DX 29	Solutia’s Board Meeting Minutes
DX 39	Solutia’s Board Meeting Minutes
DX 40	Solutia’s Board Meeting Minutes
DX 40A	Rothschild “Project Spirit Discussion Materials”

Designation and Tab Number	Description of Exhibit
DX 42	Solutia's Board Meeting Minutes
DX 48	Solutia's Board Meeting Minutes
DX 50	Draft Term Sheet
DX 70	Restructuring Council Organization Document
DX 73	Proposed Litigation Settlement regarding request for Monsanto's Assistance in Achieving Out-of-Court Restructuring
DX 86	Cerberus Stage 1 Commitment Letter
DX 88	Advance Payment Agreement
DX 95	Gibson, Dunn & Crutcher LLP's Opinion letter to HSBC Bank USA, as Trustee and as Collateral Trustee re: Solutia Inc. / Release of Shared Collateral from the Lien of the Sharing Security Documents
DX 97	Email re Meeting with Monsanto Company and Solutia Update
DX 105	Bondholder Issues
DX 109	Informal Solutia Bondholder Meeting
DX 110	Alternative Discussion Materials
DX 114	Correspondence to Akin, Gump, Strauss, Hauer & Feld LLP and Solutia Confirming Terms of the Agreement with Houlihan Lokey Howard & Zukin Capital
DX 115	Update on Meetings, Ad Hoc Bond Committees, and Eurobond Bondholders Meetings
DX 123	Request for Meetings and Solutia's Commitment to Work Toward a Resolution that Works for all Three Organizations
DX 126	Letter from Monsanto
DX 127	Suggestion of Potential Meeting to Discuss Request for Assistance in the Texas Litigation

DATED: Los Angeles, California  
June 8, 2007

HENNIGAN, BENNETT & DORMAN LLP

By: /s/ Bennett J. Murphy  
Bennett J. Murphy

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